

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,
Debtors.

:
:
Chapter 11 Case No.

:
:
08-13555 (JMP)

:
:
(Jointly Administered)
:
:
-----X

ORDER GRANTING FINAL FEE APPLICATION OF BINGHAM McCUTCHEN LLP,
SPECIAL COUNSEL FOR THE DEBTORS, FOR ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES PERFORMED AND REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD OF
SEPTEMBER 15, 2008 THROUGH MARCH 6, 2012

Upon consideration of the *Amendment to the Final Fee Application of Bingham McCutchen LLP, Special Counsel for the Debtors, for Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred* [Docket No. 32332] (the “**Final Application**”) for allowance of final compensation for professional services performed and reimbursement of actual and necessary expenses incurred during the period from September 15, 2008 through March 6, 2012 (the “**Final Application Period**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed by Bingham McCutchen LLP (“**Bingham**” or “**Retained Professional**”) and listed on **Schedule A** annexed hereto, and upon consideration of the recommended deductions (the “**Recommended Deductions**”) from fees and expenses made by the Fee Committee in these Chapter 11 cases (“**Fee Committee**”), and having considered the *Fee Committee’s Summary Report on Remaining Uncontested Final Fee Applications – for Hearing on November 29, 2012* [Docket No. 32372] (the “**Fee Committee Report**”); and a hearing having been held on November 29, 2012 before this Court to consider

the Final Application; it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and after due notice pursuant to the second amended order entered on June 17, 2010 governing case management and administrative procedures [Docket No. 9635]; and there being no objections to the allowance of the amounts set forth on Schedule A, incorporating the Fee Committee's Recommended Deductions as provided in the Fee Committee Report; and, after due consideration and upon all of the proceedings had before the Court, and sufficient cause appearing therefore, it is hereby

ORDERED:

1. The Final Fee Application of the Retained Professional is granted to the extent provided in Schedule A.
2. Final compensation to the Retained Professional for professional services performed during the Final Application Period is allowed and awarded in the amount set forth on Schedule A in the column entitled "Fees Allowed" pursuant to sections 330 and 331 of the Bankruptcy Code.
3. Reimbursement to the Retained Professional for expenses incurred during the Final Application Period is allowed and awarded in the amount set forth on Schedule A in the column entitled "Expenses to be Paid for Current Fee Period."
4. Pursuant to this order, the Debtors are authorized and directed to pay the "Fees Allowed" and the "Expenses to be Paid for Current Fee Period," which amounts are totaled in Schedule B in the columns entitled "Total Fees Paid" and "Total Expenses Paid," to the Retained Professional, but only to the extent not previously

paid pursuant to the order dated April 14, 2011 governing interim compensation
in these cases [Docket No. 15997].

5. The Court retains jurisdiction with respect to all matters arising from or related to
implementation of this Order.

Dated: New York, New York
June 7, 2013

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge

SCHEDULE A

CURRENT FEE PERIOD

(September 15, 2008 Through and Including March 6, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Date/ Document Number of Application	Current Fees Requested on Application¹	Fees Allowed	Fees to be Paid for Current Fee Period	Fees to be Paid for Prior Fee Period(s) (if any) (Including Fees Held Back)	Total Fees to be Paid	Current Expenses Requested¹	Expenses to be Paid for Current Fee Period
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Bingham McCutchen LLP	07/05/2012 [29210] Amended 11/26/2012 [32332]	22,551,938.84	22,551,938.84	0.00 ²	0.00	0.00	1,663,541.16	7,942.83 ³

Schedule A

Dated: June 7, 2013

INITIALS: JMP, USBJ

¹ The *Current Fees Requested* or the *Current Expenses Requested* by Bingham in its Final Fee Application is less than the *Total Fees Requested* or *Total Expenses Requested* as listed on Schedule B of this order. This is due to some or all of the reductions agreed to by the Applicant and the Fee Committee on preceding interim fee period applications being incorporated into the Applicant's Final Fee Application.

² Bingham received payments for fees in the total amount of \$22,551,938.84 (\$11,791,409.81 plus \$10,760,529.03) during the interim fee periods leaving no balance due.

³ Bingham received payments for expenses in the total amount of \$1,655,598.33 (\$1,150,008.80 plus \$505,589.53) during the interim fee periods leaving a balance due of \$7,942.83.

SCHEDULE B

CUMULATIVE FEE APPLICATIONS

(September 15, 2008 Through and Including March 6, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Total Fees Requested⁴ (\$)	Total Fees Paid (including amounts to be paid pursuant to this Order) (\$)	Total Expenses Requested⁴ (\$)	Total Expenses Paid (including amounts to be paid pursuant to this Order) (\$)
Bingham McCutchen LLP	23,661,357.85	22,551,938.84	1,702,467.90	1,663,541.16

Schedule B

Dated: June 7, 2013

INITIALS: JMP, USBJ

⁴ See footnote 1.